

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

UNIVERSITY OF SUSSEX STUDENTS' UNION

Interpretation

1. In these Articles:-

"address"	means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Union
"Chief Executive"	means the most senior member of University staff employed in the Union, whether or not known by this title
"clear days"	in relation to the period of a notice means a period excluding:- (a) the day when the notice is given or deemed to be given; and (b) the day for which it is given or on which it is to take effect
"the Commission"	means the Charity Commission for England and Wales
"the Companies Acts"	means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the Union.
"Full Members"	means the members detailed in Articles 12.1 to 12.3
"Main Committees"	means the Executive Committee and such other committees established by the Trustees or Union Council under Article 55.6 as shall be so defined in the Rules
"Policy"	means representative and campaigning policy set by referendum, preferendum or a Members' meeting in accordance with Article 25
"Referendum"	means a direct vote in which the entire membership is asked to accept or reject a particular proposal or policy motion.
"Preferendum"	means a direct vote in which the entire membership is asked to vote on a multiple choice of proposals to be ranked in order of preference.
"the Rules"	means the rules setting out the working practices of the Union made from time to time in accordance with Article 70
"the Trustees"	means the Sabbatical, Student and Appointed Trustees of the Union as defined in these Articles. The Trustees are company directors as

defined by the Companies Acts, and are charity trustees as defined by Section 97 of the Charities Act 1993

"the Union" means University of Sussex Students' Union, the company intended to be regulated by these Articles

"the University" means the University of Sussex

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the Articles

have the same meaning as in the Companies Acts but excluding any statutory modification not in force when the Articles become binding on the Union.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Name and status

2. The Company's name is the University of Sussex Students' Union (and in this document is called the "**Union**").
3. The Union's registered office is to be situated in England and Wales.

Objects

4. The Union's objects (the "**Objects**") are the advancement of education of students at the University of Sussex for the public benefit by:
 - 4.1 representing its members and their interests in the University and in the wider community.
 - 4.2 promoting student participation in all areas of the Union and the University.
 - 4.3 facilitating communication, in order to ensure Union members are well informed of any issues affecting students and their community.
 - 4.4 promoting the welfare and individual development of members and providing advice services relating to educational and welfare issues.
 - 4.5 providing, facilitating and developing educational, scientific, artistic, cultural, athletic, political, religious and social activities amongst its members including the formation, organisation and operation of clubs and societies.
 - 4.6 promoting and facilitating students' involvement in their wider community.
 - 4.7 promoting and maintaining links between its members and other students regionally, nationally and internationally.
 - 4.8 establishing and operating commercial enterprises providing services and entertainment to its members.
 - 4.9 raising funds for other charitable organisations.

Powers

5. In addition to any other powers it may have, the Union has the following powers in order to further the Objects (but not for any other purpose):
 - 5.1 provide services and facilities (including licensed facilities) for its members;
 - 5.2 establish, support, promote and operate a network of student activities for its members;
 - 5.3 alone or with other organisations:
 - 5.3.1 carry out campaigning activities in relation to the development and implementation of appropriate policies;
 - 5.3.2 seek to influence public opinion; and
 - 5.3.3 make representations to and seek to influence governmental and other bodies and institutions;

provided that all such activities are conducted on the basis of well-founded, reasoned argument and shall be confined to those which an English charity may properly undertake and provided that the Union complies with the Education Act 1994 and any guidance published by the Commission;
 - 5.4 write, make, commission, print, publish or distribute materials, or assist in these activities;
 - 5.5 promote, initiate, develop and carry out education and training and arrange provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
 - 5.6 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
 - 5.7 provide or appoint others to provide guidance, representation and advocacy;
 - 5.8 purchase, lease, hire or receive property including land, buildings and equipment and equip it for use;
 - 5.9 sell, manage, lease, mortgage, exchange dispose of or deal with all or any of its property (subject to any consent required by law);
 - 5.10 borrow and raise money on such terms and security as the Union may think suitable (subject to any consent required by law);
 - 5.11 raise funds and invite and receive contributions from any person(s) provided that the Union shall not undertake any taxable trading activities in raising funds;
 - 5.12 trade in the course of carrying out any of its objects;
 - 5.13 incorporate wholly owned subsidiary companies to carry on any taxable trade;
 - 5.14 subject to Article 6 employ and pay employees and professionals or other advisors;
 - 5.15 grant pensions and retirement benefits to employees of the Union and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Union and their dependants;

- 5.16 set up charit(ies) with identical or similar objects and/or promote, support, aid, amalgamate or co-operate with, become a member of, affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage charit(ies) and subscribe, lend or guarantee money to such charit(ies);
- 5.17 undertake and execute any charitable trusts which may lawfully be undertaken by it;
- 5.18 invest and deal with the Union's money not immediately required for the Objects in or upon any investments, securities, or property;
- 5.19 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
 - 5.19.1 the investment policy is set down in writing for the financial expert by the Trustees;
 - 5.19.2 every transaction is reported promptly to the Trustees;
 - 5.19.3 the performance of the investment is reviewed regularly by the Trustees;
 - 5.19.4 the Trustees are entitled to cancel the delegation at any time;
 - 5.19.5 the investment policy and the delegation arrangements are reviewed at least once a year;
 - 5.19.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - 5.19.7 the financial expert may not do anything outside the powers of the Trustees;
- 5.20 arrange for investments or other property of the Union to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;
- 5.21 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 5.22 open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments such as promissory notes or bills of exchange;
- 5.23 purchase or acquire all or any of the property, assets, liabilities and engagements of any charities with objects similar to the Union's objects;
- 5.24 subject to the prior approval of the University transfer all the Union's assets and liabilities to a charitable incorporated organisation;
- 5.25 pay out of the funds of the Union the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Union provided that no such insurance shall extend to any claim arising from any act or omission which the Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Trustees (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty

or not provided also that such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees of the Union;

- 5.26 pay out of the funds of the Union the costs of forming and registering the Union both as a company and as a charity; and
- 5.27 do all such other lawful things as shall further the Objects.

Limitation on private benefits

- 6. The income and property of the Union shall be applied solely towards the promotion of its charitable objects. No part shall be paid or transferred directly or indirectly to members of the Union except for payment in good faith of:-
 - 6.1 any payment made to any beneficiary of the Union (including a member);
 - 6.2 reasonable and proper remuneration to any person for any services given to the Union and of reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any member, officer or employee of the Union;
 - 6.3 interest on money lent to the Union at a reasonable and proper rate;
 - 6.4 any reasonable and proper rent for premises let to the Union;
 - 6.5 fees, remuneration or other benefits in money or money's worth to any company of which a Trustee or a member of his or her immediate family holds not more than one per cent of the capital;
 - 6.6 reasonable and proper out-of-pocket expenses of Trustees;
 - 6.7 reasonable and proper premiums in respect of indemnity insurance in accordance with Article 5.25;
 - 6.8 the usual professional charges for business done by any Trustee who is a solicitor, accountant or other professional, or by any partner of his or hers, when instructed by the Union to act in a professional capacity on its behalf; except that at no time shall a majority of the members of the Union or of the Trustees benefit under this provision and provided that any such member or Trustee shall withdraw from any meeting at which his or her appointment or payment or that of his or her partner is under discussion; and
 - 6.9 reasonable and proper payment to any Sabbatical Trustees to be remunerated by the Union from time to time but:
 - 6.9.1 provided that this provision may not apply to more than six Sabbatical Trustees in any financial year at any one time; and
 - 6.9.2 subject always to the provisions of section 22 of the Education Act 1994 (as amended, revoked, consolidated or re-enacted in any form).

Liability of members

- 7. The liability of the members is limited.
- 8. Every member promises, if the Union is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her towards the payment of the debts and liabilities of the Union incurred before he or she ceases to be a member, and of the costs

charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

Reviewing and amending the Articles

9. The Articles may be amended by the procedure laid down in the Companies Acts and any charity law requirements. No provision contained in the Articles may be altered and/or amended by the Union without the approval, in writing, of the University (such approval not to be unreasonably withheld or delayed) and no such alterations shall be valid until such approval had been obtained.
10. The Trustees pursuant to Article 5.24 and with the prior approval of the University can transfer the assets and liabilities of the Union to a charitable incorporated organisation where the constitution is as similar as possible to the Articles allowing for variations necessitated by the different legal structure. Following the transfer the Trustees may resolve to wind up the Union.

Dissolution

11. If any property remains after the Union has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among members of the Union. It shall instead be given or transferred to the University, or if the University has ceased to exist some other charitable institution(s) having similar objects to those of the Union and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as these Articles impose upon the Union. The institution or institutions which are to benefit if the University has ceased to exist shall be chosen by the members of the Union at or before the time of winding up or dissolution.

Members

12. The membership of the Union is constituted as follows:
 - 12.1 all registered full-time undergraduate students of the University, all registered full time visiting and exchange students of the University and all registered full-time graduate students of the University. This includes students on foundation degrees, but not those on programmes that are validated by the University of Sussex. An undergraduate who is absent from the University in fulfilment of the year abroad requirement will continue to be a member of the Union.
 - 12.2 all registered part-time students of the University, including distant learning students, but excluding occasional students and students on programmes validated by the University.
 - 12.3 all Sabbatical Trustees during their sabbatical term of office.
 - 12.4 persons appointed by the Union as Honorary or Associate members the latter on payment of such subscription as is prescribed by the Union from time to time.

The members referred to in 12.1 to 12.3 above are Full Members. Those referred to in 12.4 are not members of the Union for the purposes of the Companies Acts.

13. Full Members have the right to:
 - 13.1 use Union facilities and premises.
 - 13.2 participate in all Union activities in accordance with the Articles and the Rules.
 - 13.3 stand for election as officers or representatives of the Union.
 - 13.4 nominate or vote for candidates in Union elections.

14. Associate Members and Honorary Members are entitled to non-voting and non-officiating membership of clubs and societies affiliated to the Union. No Associate Members or Honorary Members may represent the Union in any way. Associate and Honorary Members are entitled to an Associate or Honorary membership card as appropriate. Cards must be shown on demand to any member of the University or to University employees or other employees working in the Union.
15. Intermitting and continuation students, while entitled to Associate Membership status only, can enjoy the benefits of Full Membership except the right to stand, nominate or second candidates, or vote in elections for Trustees or representatives.
16. A student shall have the right not to be a member of the Union. The entitlements in Article 13 do not apply to any student who has opted out of Union membership under the provisions adopted under the Education Act 1994. However, students who have opted out should not be unfairly disadvantaged with regard to the provision of services or otherwise by reason of their having opted out of the Union. Further details can be found in the relevant "Code of Practice" issued by the University.
17. Membership is not transferable to anyone else.
18. The Trustees must keep a register of names and addresses of the members.

Members' Meetings

19.
 - 19.1 The Union must hold an annual Members' meeting once in each Academic Year which shall be called and held in accordance with the Rules. The annual Members' meeting shall be held at such time and place as the Trustees shall think suitable to allow the maximum number of Members to attend.
 - 19.2 Any annual Members' meeting held under this Article shall not be a general meeting of the Union for the purposes of the Companies Acts.
 - 19.3 The agenda for an annual Members' meeting must include an Annual Report of the Trustees, and reports from the Council and main Committees of the Union, which the meeting is then invited to accept, and other items required by these Articles or the Rules to be included. The agenda may also include debate on motions submitted by members of the Union.
20.
 - 20.1 A Members' meeting may be called at any time to discuss a specified item of business, by the Trustees, the Executive Committee or at the written request of 150 Full Members of the Union.
 - 20.2 If the business to be conducted requires that the meeting be a General Meeting under the Companies Acts, notice of the meeting shall be given, and the meeting shall be conducted and votes taken, as required by the Companies Acts and in accordance with the relevant rules appended to these Articles.
 - 20.3 In all other cases, a Members' meeting held under this Article shall not be a general meeting of the Union for the purposes of the Companies Acts.
21. Every Full Member, and any Trustee even if not a member, may attend and speak at any Members' meeting. Those entitled to vote are all Full Members of the Union only.
22. The Rules will contain provisions:

- 22.1 Requiring sufficient notice of the date and time of a Members' meeting and the content of the agenda to be adequately publicised to members of the Union;
 - 22.2 Describing the procedure to be followed in compiling the agenda for a meeting, including requirements for advance submission of motions; and
 - 22.3 Detailing procedural rules for the conduct of the meeting.
23. A Trustee may, even if not a member, attend and speak at any Members' meeting.

Referenda and Preferenda

- 24.
- 24.1 A cross-campus referendum or preferendum can be called to decide a specified question, by the Union Council, Members' meeting, or, in circumstances defined in the Rules, by the Executive Committee or at the written request of 150 Full Members of the Union.
 - 24.2 The Rules shall contain provisions for the format and conduct of all referenda and preferenda. The returning officer and deputy returning officer shall be responsible for conducting all referenda and preferenda in accordance with the Rules.

Policy

25. A matter may become a Policy of the Union as a result of either:
- 25.1 a majority vote in favour in a referendum at which at least 450 valid votes have been cast;
 - 25.2 the highest ranking vote in a preferendum at which at least 450 valid votes have been cast;
 - 25.3 a majority vote in favour at a Members' meeting at which a quorum of at least 450 Full Members attend.
26. The Rules shall contain provisions for the creation of Policy, including requirements for notice of the referendum, preferendum or Members' meeting to be given to Union members, for a Policy Group appointed by the Trustees to consider the proposed Policy and make any recommendations they see fit, and for the consideration of those recommendations in deciding the final form of the proposal.
27. The Rules shall also contain provisions for the review, updating and deletion of expired or expiring Policy.

Trustees

28. The Trustees shall be made up of the following persons:
- 28.1 the Sabbatical officers of the Union as specified in Article 29 (the "**Sabbatical Trustees**"); and
 - 28.2 three Full Members of the Union elected in accordance with Article 30 (the "**Student Trustees**").
 - 28.3 three persons who may or may not be members of the Union, appointed in accordance with Article 31 (the "**Appointed Trustees**").

Sabbatical Trustees

29.

- 29.1 There shall be up to six Sabbatical Trustees elected to such posts as specified in accordance with the Rules from time to time and such other part time officers as prescribed in the Rules who shall not be Trustees.
- 29.2 The Sabbatical Trustees shall have the status of Company Directors and Charity Trustees of the Union during their term of office, and shall be deemed to be "major union office holders" for the purposes of Section 22 of the Education Act.
- 29.3 A sabbatical office is a full-time, paid elected office. Only Full Members may stand for election.
- 29.4 The Sabbatical Trustees shall be elected by a secret ballot open to all Full Members of the Union and held in accordance with the Rules and shall remain in office for a term of one year. The maximum total period that a Sabbatical Trustee may serve is two years, whether in consecutive or non-consecutive terms. Other limitations on the tenure of Sabbatical Trustees may also apply, if included in the Rules.
- 29.5 The duties, manner of election, provisions for removal of office and method of remuneration of Sabbatical Trustees are specified in the Rules.
- 29.6 At the same time as commencing the term of office, each Sabbatical Trustee will enter into a contract of employment with the Union for a term to be determined by the Rules.
- 29.7 If a Sabbatical Trustee is removed from his/her role as a trustee under Articles 40 to 42, s/he will also be removed from his/her position as a sabbatical officer.

Student Trustees

- 30. The Student Trustees shall be elected by a secret ballot open to all Full Members of the Union and held in accordance with the Rules and shall remain in office for a term of one year. Student Trustees may be re-elected for a further non-renewable term of one year. The maximum total period that a Student Trustee may serve is two years, whether in consecutive or non-consecutive terms.

Appointed Trustees

31.

- 31.1 The Appointed Trustees will bring to the trustee body a combination of independent viewpoint and technical expertise gained via significant and senior experience of practice in a professional area that enhances the governance competence of the trustee body. The Appointed Trustees shall be appointed by a simple majority vote of a meeting of the Sabbatical and Student Trustees and shall remain in office for a term of two years. The maximum total period that an Appointed Trustee may serve is four years, whether in consecutive or non-consecutive terms.
- 31.2 The Rules shall provide for an application process for Appointed Trustees, and for an Appointments Panel which will consider applications and produce a recommended shortlist for consideration by the meeting of Trustees.

Powers of Trustees

32.

- 32.1 The Trustees shall be responsible for overseeing the management and administration of the Union and (subject to the Education Act 1994, the Articles and the Rules) may exercise all the powers of the Union. No alteration of the Articles or the Rules shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
- 32.2 The Trustees' powers shall include but not be limited to ultimate responsibility for:
- 32.2.1 the governance of the Union;
 - 32.2.2 the budget of the Union; and
 - 32.2.3 employment issues.
- 32.3 Policy decisions made by Members' meeting, Union Council, referendum or preferendum are subject to the authority of the Trustees on the following grounds only:
- 32.3.1 financial considerations; and
 - 32.3.2 charity law or other legal requirements (including ultra vires)

Proceedings of Trustees

33. Three Trustees may call a meeting of the Trustees. Notice of every meeting of the Trustees stating the general particulars of all business to be considered at such meeting shall be sent by post or by email to each Trustee at least seven clear days before such meeting unless urgent circumstances require shorter notice, but the proceedings of any meeting shall not be deemed invalid due to any irregularity in respect of such notice or by reason of any business being considered which is not specified in such general particulars.
- 34.
- 34.1 No business may be dealt with at a meeting of the Trustees unless a quorum of at least six Trustees are present.
 - 34.2 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
35. A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.
36. Questions arising at meetings shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson of the Trustees (as elected by the Trustees) shall have a second or casting vote.
37. Whenever a Trustee has a personal interest in a matter to be discussed at a meeting, and whenever a Trustee has an interest in another organisation, other than the University, whose interests are reasonably likely to conflict with those of the Union in relation to a matter to be discussed at a meeting, he or she must:
- 37.1 declare an interest before discussion begins on the matter;
 - 37.2 withdraw from that part of the meeting unless expressly invited to remain;
 - 37.3 in the case of personal interests not be counted in the quorum for that part of the meeting.
- 38.

- 38.1 The Trustees are responsible for ensuring that adequate minutes are taken of meetings.
 - 38.2 The Trustees shall hold a minimum of four meetings in any academic year.
 - 38.3 A meeting of the Trustees may be held either in person or by teleconference or by other suitable electronic means agreed between the Trustees in which all participants may communicate simultaneously with all other participants.
 - 38.4 A resolution in writing signed by all the Trustees shall be as valid and effectual as if it had been passed at a meeting of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees. The date of a written resolution of the Trustees shall be the date on which the last Trustee signs.
39. A Trustees' resolution which is approved in whole or in part by email shall be as valid and effectual as if it had been passed at a meeting of the Trustees, provided the following conditions are complied with:
- 39.1 such a resolution must be approved by email by all of the Trustees, except for any Trustee who has signed a resolution in writing in like form or would not have been entitled to vote upon the resolution if it had been proposed at a meeting at which he or she was present;
 - 39.2 notice of all proposed resolutions must be given to all of the Trustees;
 - 39.3 approval from each Trustee entitled to give his or her approval must be received by such person as all the Trustees shall have nominated in advance for that purpose (the "Recipient"), which person may, for the avoidance of doubt, be one of the Trustees; and
 - 39.4 approval from a Trustee by e-mail must be sent from an email address previously notified by that Trustee by post, fax or in person to the Recipient as intended for use by that Trustee for the purpose of sending such e-mail confirmations.

Disqualification, Resignation and Removal of Trustees

40. The office of a Trustee shall be vacated if:
- 40.1 he or she is removed under Article 41;
 - 40.2 he or she ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - 40.3 he or she becomes prohibited by law from being a charity trustee;
 - 40.4 in the case of a Student Trustee, he or she ceases to be a student of the University;
 - 40.5 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - 40.6 he or she is or may be suffering from mental ill health and the Trustees believe that he or she has become incapable of fulfilling his or her duties as a Trustee and as a result the Union is put at risk; or
 - 40.7 he or she resigns his or her office by notice to the Union (but only if at least two Trustees will remain in office when the notice of resignation is to take effect).

Removal of a Trustee

41. The office of a Sabbatical or Student Trustee shall be vacated if:
- 41.1 A petition for a motion of no confidence in the Trustee is signed by at least 150 Full Members and the motion of no confidence is passed by referendum in accordance with the Rules requiring a two thirds majority of the Full Members voting; or
 - 41.2 A referendum is called by the Union Council to remove a Trustee and the motion to remove the Trustee is passed by referendum in accordance with the Rules requiring a two thirds majority of the Full Members voting; or
 - 41.3 The Disciplinary Panel (subject to an immediate appeal process as defined in the Rules) recommends to the Union Council that a Trustee should be removed and the recommendation is passed by the Union Council requiring a two thirds majority of those voting.

The office of an Appointed Trustee shall be vacated if:

- 41.4 The Trustees (excluding the Trustee to which the vote relates) vote by simple majority to remove a Trustee as the Trustee has committed what would in accordance with employment law be considered an act of gross misconduct.
- 42.
- 42.1 A resolution or motion to remove a Trustee under Article 41 shall not be passed unless the Trustee concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been forwarded a reasonable opportunity of being heard or making written representations.
 - 42.2 A Trustee removed from office under Article 41.3 or 41.4 only shall be entitled to appeal the decision to remove him or her to an Appeal Committee within 14 days of the resolution.
 - 42.3 In the case of a Trustee removed from office under Article 41.3, the Appeal Committee shall be made up of the Trustees (excluding the Trustee to which the vote relates).
 - 42.4 In the case of a Appointed Trustee removed from office under Article 41.4, the Appeal Committee shall be constituted under the same Rules that relate to the creation of an Appointments Panel under Article 31.2.
 - 42.5 The members of the Appeal Committee must not have been involved in the original decision to remove and its procedures will be as set out in the Rules.
 - 42.6 A resolution of the Appeal Committee approving or not approving the removal shall be made in accordance with the procedure set out in the Rules.
 - 42.7 If such a resolution is passed it shall take effect as a removal of that Trustee from office with effect from the date the Trustee was removed by Union Council or by the Trustees. If such resolution is not passed, that Trustee shall continue to be a Trustee and be subject to the requirements of the Articles as if no resolution to remove the Trustee had been passed.

Trustees' remuneration

43. The Trustees must not be paid any remuneration unless it is authorised by Article 6.

Delegation of trustees' powers

44. The Trustees may delegate any of their powers or the implementation of any of their resolutions to any committee in accordance with the following conditions:-
- 44.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number); and
 - 44.2 the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify; and
 - 44.3 the committee shall report regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported as soon as possible to the Trustees and for that purpose every committee shall appoint a secretary; and
 - 44.4 all delegations shall be revocable at any time;
- and the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.

Union Council

45. The Union Council shall have the authority, on behalf of the student body, to:
- 45.1 Propose, subject to Article 26, Policy to be voted on by referendum, preferendum or Members' meeting (in accordance with the Rules);
 - 45.2 make, repeal and amend the Rules (jointly with the Trustees where required in accordance with Article 70);
 - 45.3 receive regular reports from and question the Trustees, officers and Main Committees of the Union;
 - 45.4 reconsider decisions of the various committees of the Union; this power may only be used exceptionally and not so as to impede those committees' particular responsibilities.
46. The membership of the Union Council will be defined in the Rules and will comprise the following:
- 46.1 students elected by and from each of the schools in the University;
 - 46.2 all Executive Committee members;
 - 46.3 members appointed or elected to represent the various student Activities, (including Sports clubs, Societies, Union Media);
 - 46.4 one member chosen from each of the representative associations not represented on the Union's Executive Committee; and
 - 46.5 a panel of students selected on such terms and constituted as prescribed by the Rules from time to time.
47. The Union Council will elect a chairperson from those members elected under 46.1 above.
- 48.

- 48.1 Ordinary meetings of the Union Council must be called six times per year (two per term). Other meetings may be called by the Trustees, the Executive Committee or one-third of the membership of the Union Council.
 - 48.2 The agenda for the Union Council meeting must include: reports from the Main Committees, together with any items submitted by those committees, by Union Council members or referred from a Members' meeting. Adequate minutes of the meeting must be taken.
 - 48.3 The chairperson (during a vacancy, the secretary of the Union Council or other officer) should ensure meetings are called with the required frequency.
 - 48.4 As far as possible the programme of meetings should be published at the start of each term.
 - 48.5 Notice of date, time and venue and (where possible) the agenda, must be sent to each member of the Union Council and published at least 48 hours before meetings.
 - 48.6 Published above means, at minimum, placed on a designated notice board and/or web page accessible to all members of the Union Council.
 - 48.7 The Union Council cannot make any official decision unless more than half its members are present. If this number is not reached, the members present may receive and question reports and debate any matters on the agenda. A simple majority on a show of hands shall be required to make decisions.
49. The Rules will contain further provisions on the Union Council as listed in Article 55.

Union Committees

- 50. The day-to-day decision-making in the Union is entrusted to the Executive Committee and other committees of the Union, which are accountable to the Union membership through the Trustees, Union Council and Members' meetings.
- 51. The Executive Committee shall be established in accordance with the Trustees' powers under Article 5 and unless the Trustees resolve otherwise shall have the responsibilities as follows:-
 - 51.1 The Executive Committee is responsible for all aspects of implementation of Policy, the promotion and administration of the Union's campaigning in accordance with Policy and the management and finances of the Union, except where powers are reserved to the Trustees, Union Council, Members' meetings referenda or preferenda, and except where the responsibilities have been delegated to another committee.
 - 51.2 The Executive Committee consists of the Sabbatical Trustees; the Chair of Union Council; and four or more non-sabbatical officers holding specified posts to be elected by cross-campus ballot (to be conducted on such terms as prescribed by the Rules from time to time), for a term of office of one year.
- 52. The meetings and proceedings of any committee shall be governed by the provisions of the Articles and the Rules regulating the meetings and proceedings of the Trustees (so far as the same are applicable and are not inconsistent with any rules made by the Trustees).
- 53. Each committee must conduct its business within the overall framework of Policy and the Articles.
- 54. Each committee can make an official decision if more than half its members are present. If this number is not reached, the members present may receive and question reports and

debate any matters on the agenda. A simple majority shall be required to pass all motions by a show of hands. Adequate minutes of the meeting must be taken.

55. The Rules will contain further rules for the Union Council and Committees, including provisions:
 - 55.1 describing the procedure for elections for the various categories of Union Council members; including provisions to ensure first-year students have the opportunity to stand for election early in the academic year;
 - 55.2 describing the precise composition of each of the above committees and the procedure for the election or appointment of members.
 - 55.3 specifying requirements for notice to be given of meetings, access for all Union members to meetings, agenda and minutes and limited exceptions to these.
 - 55.4 describing the procedure to be followed in compiling the agenda for meetings, including requirements for advance submission of motions.
 - 55.5 detailing the procedure for urgent decision-making where a meeting cannot be convened, especially during vacations, and ensuring that any decisions made in these circumstances are discussed and ratified at the next meeting. All such decisions must be minuted.
 - 55.6 detailing how the Trustees, Union Council or a Committee may establish an additional committee or sub-committee.
 - 55.7 detailing the responsibilities of students elected to the Union Council or committees.
 - 55.8 detailing the procedural rules for the conduct of meetings.

Elections and Removal from Office

56.
 - 56.1 Where the Articles require a post to be filled by cross-campus ballot, an election will be arranged to fill the post, in which all Full Members of the Union are entitled to vote.
 - 56.2 Unless otherwise specified in the Rules, the term of office for all officer and representative posts (whether elected by cross-campus ballot or not) is one year, with the post holder being eligible for re-election.
 - 56.3 The Union Council must appoint a returning officer (who is a Full Member of the Union), and the Chief Executive must appoint a deputy returning officer (a member of Union staff who is not a student of the University). These officers take responsibility for conducting elections in accordance with the Articles and the Rules.
 - 56.4 The Rules contain provisions for the conduct of Union elections including:
 - 56.4.1 The giving of notice of forthcoming elections, requirements for nominations, rules on content and quantity of publicity, arrangements for voting and the counting of votes.
 - 56.4.2 The opportunity for members to object to the result and the procedure for the consideration of objections by Union Council;

- 56.4.3 The procedure to be carried out in the event of a vacancy arising during the term of office, including a vacancy for returning officer;
- 56.4.4 The application of the above rules to elections that are not cross-campus ballot elections, such as elections to Union Council within schools of studies.
- 56.5 The Rules also detail how any member elected by cross-campus ballot may be removed by a referendum and the circumstances in which any other representative may be removed from office, except that the provisions of Article 41 take precedence in relation to Sabbatical or Student Trustees.

Disciplinary Procedure

57.

- 57.1 The Trustees shall prepare and implement a disciplinary procedure, details of which are contained in the Rules.
- 57.2 All members of the Union and all Trustees shall be subject to the disciplinary procedure, particularly when on premises administered or events organised by the Union.
- 57.3 The disciplinary procedure may include sanctions, including the indefinite suspension of any or all of the privileges of membership of the Union.

Clubs, Societies and Federations

- 58. The Rules contain provisions describing how clubs and societies may be formed and recognised as part of the Union, the privileges and responsibilities of clubs and societies, and funding arrangements (including rules for capital funding). They may also provide for the formation and recognition of Federations of clubs or societies.

Representative Groups

59.

- 59.1 There may be established associations of Union members who are within "discriminated groups", for example, students with disabilities, international students, LGBT students.
- 59.2 If the Union Council is satisfied that any of these associations is currently active, it should ensure that a place on the Union Council is made available to that group.
- 59.3 The Rules may contain provisions for the running of such associations.

Communication

60.

- 60.1 The Union must maintain a range of printed and electronic media aimed at Union members or at a wider audience. Trustees shall ensure that Union members are kept fully informed about the affairs of the Union and University, using these media and other means of communication.
- 60.2 The Rules may contain provisions for the running of the various Union media.

Commercial Services

61. Where any of the Union's operations are carried out by a trading company on behalf of the Union, the trading company shall, subject to company law, at all times operate for the benefit of the Union and its members. Those members or employees of the Union appointed as directors or managers of such a trading company shall act in that capacity in accordance with company law and in the interests of the Union and its members.

Finance

62. The Union's financial year commences on August 1st each year.
- 63.
- 63.1 The Trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 63.2 The Trustees must keep accounting records as required by the Companies Acts.
- 63.3 The Trustees must ensure that the Union accounts, once audited, are presented to the Union Council and Members' meeting.
64. The Trustees must ensure that a budget is prepared for the Union's income and expenditure for each financial year, in accordance with current Union and University procedures, for presentation to the Union Council.
65. The Rules may contain provisions covering among other things: mid-year budget alterations; capital expenditure; allocation to committees, responsibility of individual officers or members of staff for authorisation of expenditure; signatories of Union bank accounts; allocation of unbudgeted income.

Annual Report and Return and Register of Charities

66. The Trustees must comply with the requirements of the Charities Act 1993 with regard to:-
- 66.1 the transmission of the statements of account to the Union;
- 66.2 the preparation of an annual report and its transmission to the Commission;
- 66.3 the preparation of an annual return and its transmission to the Commission.
67. The Trustees must notify the Commission promptly of any changes to the Union's entry on the Central Register of Charities.

Staffing

- 68.
- 68.1 The Trustees will regularly review and make decisions on the range and number of staff required to carry out the functions of the Union. Such decisions should be taken after receiving the advice of the Chief Executive (and the appropriate officers of the University where relevant) and with full regard to the financial effect of such decisions.
- 68.2 The management of all staff working for the Union is the responsibility of the Chief Executive, who acts in conjunction with the University where the University is the employer. Decisions relating to individual members of staff, terms and conditions,

rates of pay, performance review, discipline etc are the responsibility of the Chief Executive in consultation with Trustees where appropriate.

- 68.3 Any decisions on staffing matters made must be within the staffing policies and procedures laid down by the Trustees (or the University in any instance where the University is the employer).
- 68.4 The Rules shall contain further provisions regarding the Union's staffing, including rules ensuring that matters relating to individual members of staff remain confidential.

Indemnity

- 69. The Union shall indemnify every Trustee, auditor, reporting accountant or other officer of the Union against any liability incurred in successfully defending legal proceedings in that capacity or in connection with any application in which relief is granted by the court from liability for negligence, default or breach of duty or breach of trust in relation to the Union.

Rules

- 70. The Union Council may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Union, subject to the powers of the Trustees under Article 32.2.

The Union Council:

- 70.1 shall ensure that the Rules are adopted and kept up to date by amendments when necessary;
 - 70.2 may adopt further rules covering subjects not covered elsewhere;
 - 70.3 shall ensure rules do not contradict each other or the provisions of the Articles.
- 71. The Rules do not form part of the Articles and as such do not require the approval of the University Council.
 - 72. The Rules shall be binding on all members of the Union.

The Chief Executive shall ensure that a fully accurate "public reference copy" of the current text of the Articles and Rules is available to any member of the Union on request. Any of the Union's committees may adopt additional protocols that can be made available in the same way.